

STATE OF ILLINOIS)

COUNTY OF COOK)

RECORDATION NO. 6372-14 Filed & Recorded

SS SEP 30 1975 - 4:30 PM

INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Dolores C. Hansen, a Notary Public in and for said County, states that she compared the attached copy of the Fourth Supplemental Equipment Trust Agreement dated as of September 5, 1975, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 22nd day of September, 1975.

Dolores C. Hansen

Notary Public

THIS FOURTH SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated as of September 5, 1975, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and FIRST NATIONAL CITY BANK, a national banking association, as Trustee (the "Trustee").

WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of October 1, 1971 (the "Trust Agreement"), providing for an issue of its 7 3/4% Equipment Trust Certificates due October 1, 1991 (the "Trust Certificates"), in aggregate principal amount of \$25,000,000; and

WHEREAS, the Company has filed with the Trustee its Request for a Substitution of Equipment pursuant to Section 5.06 of the Trust Agreement; and

WHEREAS, the Company desires to comply with Section 5.03 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee at the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

ARTICLE ONE

Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

ARTICLE TWO

Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement.

ARTICLE THREE

Concerning the Trustee

The Trustee accepts the provision of this Fourth Supplemental Equipment Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement. Without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Fourth Supplemental Equipment Trust Agreement.

ARTICLE FOUR

Miscellaneous Provisions

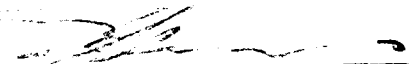
Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This Fourth Supplemental Equipment Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have

caused this Fourth Supplemental Equipment Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

UNION TANK CAR COMPANY

By 
Vice President

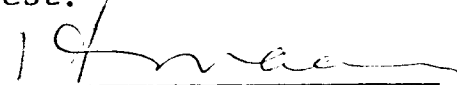
Attest:


Assistant Secretary

FIRST NATIONAL CITY BANK

By 
Trust Officer

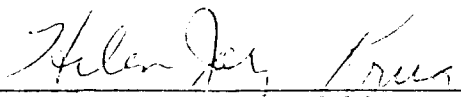
Attest:


Assistant Trust Officer

STATE OF ILLINOIS)
)
COUNTY OF LAKE) SS

On the 5th day of September, 1975, before me personally came D. B. Romans, to me known, who, being by me duly sworn, did depose and say that he resides at 954 Melody Rd., Lake Forest, Illinois; that he is a Vice President of UNION TANK CAR COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

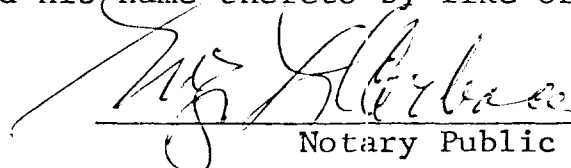
My Commission Expires July 10, 1976



Notary Public

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS

On the 18th day of September, 1975, before me personally came E. J. Jaworski to me known, who, being by me duly sworn, did depose and say that he resides at 107 Palmer Road, Pennington, New Jersey 08534; that he is a Trust Officer of FIRST NATIONAL CITY BANK, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.



Notary Public

ENZO L. CARBOCCI
Notary Public, State of New York
No. 43-5605595
Qualified in Richmond County
Cert. filed in New York County
Term Expires March 30, 1976

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

Quantity	A.A.R. Mechanical Designation Code	Capacity in Gallons	Road Numbers
1	TM	14500	UTLX 12400
1	TM	14500	UTLX 12401
2			

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
1	TMI	8000	UTLX 80278
1	LO	3000 CUFT	UTLX 80280
1	LO	3000 CUFT	UTLX 80281
1	LO	3000 CUFT	UTLX 80283
<u>4</u>			